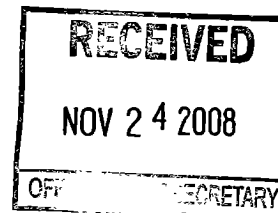


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2/17/09



UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Form 13F

NON-PUBLIC

Form 13F COVER PAGE

Report for the Calendar Year or Quarter Ended: September 30, 2008

Check here if Amendment ☐; Amendment Number: _____
This Amendment (Check only one.): ☐ is a restatement.
☐ adds new holdings entries.

Institutional Investment Manager Filing this Report:

Name: D. E. Shaw & Co., Inc. (see notes 1, 2 and 3)
Address: 120 West 45th Street, 39th Floor
New York, NY 10036

Form 13F File Number: 28-5396

The institutional investment manager filing this report and the person by whom it is signed hereby represent that the person signing the report is authorized to submit it, that all information contained herein is true, correct and complete, and that it is understood that all required items, statements, schedules, lists, and tables, are considered integral parts of this form.

Person Signing this Report on Behalf of Reporting Manager:

Name: Jennifer McGrady
Title: Secretary
Phone: (212) 478-0000

Signature, Place, and Date of Signing:

[Signature] New York, NY November 14, 2008
[City, State] [Date]

Report Type (Check only one.):

☒ 13F HOLDINGS REPORT. (Check here if all holdings of this reporting manager are reported in this report.)

☐ 13F NOTICE. (Check here if no holdings reported are in this report, and all holdings are reported by other reporting manager(s).)

☐ 13F COMBINATION REPORT. (Check here if a portion of the holdings for this reporting manager are reported in this report and a portion are reported by other reporting manager(s).)



09005388

CONFIDENTIAL TREATMENT EXPIRED

Form 13F SUMMARY PAGE

Report Summary:

Number of Other Included Managers: 2

Form 13F Information Table Entry Total: 3

Form 13F Information Table Value Total: \$ 82,342
(thousands)

List of Other Included Managers:

Provide a numbered list of the name(s) and Form 13F file number(s) of all institutional investment managers with respect to which this report is filed, other than the manager filing this report.

No.	Form 13F File Number	Name
1	<u>28-5394</u>	<u>D. E. Shaw & Co., L.P.</u> (see notes 2 and 3)
2	<u>28-11452</u>	<u>D. E. Shaw Investment Management, L.L.C.</u> (see notes 2 and 3)

Form 13F

NOTES

1. D. E. Shaw & Co., Inc. disclaims status as an institutional investment manager and makes this filing in its capacity as the parent entity of investment advisers.

2. D. E. Shaw & Co., Inc. or its subsidiaries ("D. E. Shaw") are general partners or members of various entities and therefore may exercise investment discretion for them. D. E. Shaw disclaims that it exercises investment discretion for certain of such entities, but includes the holdings of all such subentities in this form.

3. D. E. Shaw & Co., Inc. or its subsidiaries ("D. E. Shaw") are general partners or members of various entities and therefore may exercise voting discretion for them. D. E. Shaw disclaims that it exercises voting discretion for certain of such entities, but includes the holdings of all such subentities in this form.

NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVTMT DSCRETN	OTHER MANAGERS	VOTING SOLE	AUTHORITY SHARED	NONE
FOUNDRY NETWORKS INC	COM	35063R100	40271	2211491	SH		DEFINED	01	2211491		
PUGET ENERGY INC NEW	COM	745310102	28875	1081477	SH		DEFINED	01	1081477		
RIO TINTO PLC	SPONSORED ADR	767204100	13196	52889	SH		DEFINED	01	52889		